



गेल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

गेल भवन,
16 भीकाएजी कामा प्लेस
नई दिल्ली-110066, इंडिया
GAIL BHAWAN,
16 BHIKAJI CAMA PLACE
NEW DELHI-110066, INDIA
फोन/PHONE : +91 11 26182955
फैक्स/FAX : +91 11 26185941
ई-मेल/E-mail : info@gail.co.in

ND/GAIL/SECTT/2018

March 21, 2018

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400051

Listing Department
BSE Limited
Floor 1, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Sub: Regulation 44 of SEBI LODR Regulations, 2015 – Voting Results - Passing of Resolution(s) by Postal Ballot for issuance of bonus shares

Dear Sir,

This is in continuation to our letter of even no. dated 12.03.2018 on the above subject.

The Company appointed Shri Sachin Agarwal, Practicing Company Secretary, New Delhi as Scrutinizer for conducting the Postal Ballot for issuance of bonus shares, who has submitted his consolidated result of remote e-voting and voting by Postal Ballot Form to the Company.

The mode of voting was by way of remote e-voting and Postal Ballot Form. Remote e-voting facility was made available to shareholders from **Monday, 19th February, 2018 at 9:00 am (IST) and ends on Tuesday, 20th March, 2018 at 5:00 pm (IST)**. Last Date for receipt of Postal Ballot Form by the Scrutinizer was **Tuesday, 20th March, 2018**.

The results of Postal Ballot were announced on 21.03.2018. Based on consolidated result of remote e-voting and voting by Postal Ballot Form, all the item(s) of business enlisted in Postal Ballot notice were approved by the shareholders with requisite majority. Postal Ballot results in specified format is attached at **Annexure-A** and Scrutinizer report on consolidated voting results is also attached at **Annexure-B**.

This is in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You
Yours faithfully


(A.K. Jha)
Company Secretary
Encl.: As above

Copy to:

- 1 Deutsche Bank AG, Filiale Mumbai
TSS & Global Equity Services
The Capital, 14th Floor
C-70, G Block, Bandra Kurla Complex
Mumbai -400051
K/A- Ms. Aparna Salunke
- 2 London Stock Exchange,
Regulatory News Service Department (RNS)
10, Paternoster Square,
London EC4M7LS
AVS No.- 639536
- 3 Central Depository Services (India) Limited
17th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
- 4 National Securities Depository Limited
Trade World, A wing, 4th & 5th Floors
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai – 400013
- 5 MCS STA Limited, R&TA-
New Delhi
K/A – Shri S. Biswas

Agenda- wise disclosure
Resolution No. 1

Resolution Required : Ordinary				Issuance of Bonus Shares					
Whether promoter / promoter group are interested in the agenda / resolution ?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	in	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4		5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot (E-Voting)		0			0	0	0.0000	0.0000
	Postal Ballot (Physical)	906,411,093	906,411,093	100.00	906,411,093	906,411,093	0	100.0000	0.0000
	Total	906,411,093	906,411,093	100.00	906,411,093	906,411,093	0	100.0000	0.0000
Public – Institutional holders	Postal Ballot (E-Voting)		475,828,302	83.94	475,828,302	475,828,302	0	100.0000	0.0000
	Postal Ballot (Physical)	566,881,383	0	0.00		0	0	0.0000	0.0000
	Total	566,881,383	475,828,302	83.94	475,828,302	475,828,302	0	100.0000	0.0000
Public-Others	Postal Ballot (E-Voting)		122,781,393	59.42	122,781,393	122,781,001	392	99.9997	0.0003
	Postal Ballot (Physical)	206,629,953	694	0.00		694	0	100.0000	0.0000
	Total	206,629,953	122,782,087	59.42	122,781,695	122,781,695	392	99.9997	0.0003
Total		1,679,922,429	1,505,021,482	89.59	1,505,021,090	1,505,021,090	392	100.0000	0.0000



AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

119 & 127, Vardhman Star City Mall
Sector 7, Dwarka, New Delhi-110075
Email Id: sachinag1981@gmail.com

Phone: 011-45052182; Mobile: 9811549887

SCRUTINIZER'S REPORT

[POSTAL BALLOT]

**[Pursuant to Section 110 of the Companies Act, 2013 read with
The Companies (Management and Administration) Rules, 2014]**

To,
The Chairman & Managing Director
GAIL (India) Limited,
16, Bhikaiji Cama Place,
R.K. Puram,
New Delhi – 110066

**Reg.: Physical Postal Ballot and E-voting Results regarding Issue of Bonus Shares by way of
Capitalisation of Reserves**

Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at 119 & 127, Vardhman Star Citi Mall, Sector-7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of GAIL (India) Limited (the Company) having its registered office at 16, Bhikaiji Cama Place, R.K. Puram, New Delhi- 110066 vide resolution dated 12th February, 2018, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of Companies Act 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, to conduct the Postal Ballot process in respect of the following resolution mentioned in the Postal Ballot Notice dated 15th February, 2018:

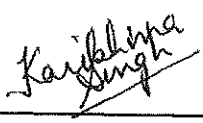
Resolution Number	Type of Resolution	For
1.	Ordinary Resolution	Issue of Bonus Shares by way of Capitalisation of Reserves

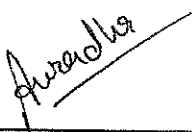
We submit our report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) The Companies Act, 2013 and Rules made thereunder; and (ii) the Listing Agreement with the Stock Exchanges read with SEBI LODR Regulations, 2015, relating to postal ballot voting including voting by electronic means. Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the above mentioned Notice, based on the reports generated from Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.



2. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply on Monday, 19th February, 2018 to its Members whose name(s) appears in the Register of Members / List of beneficial owners received from NSDL/CDSL as on Friday, 09th February, 2018.
3. The Members of the Company had an option to vote either through the physical postal ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website www.evotingindia.com via CDSL.
4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in Economic Times and Navbharat Times (English & Hindi newspaper) on Tuesday, 20th February, 2018, informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members along with other related matters mentioned therein.
5. As per information received from the Registrar & Transfer Agent of the Company, there were 2322 & 2185 business reply letters & emails respectively returned undelivered.
6. The e-voting period commenced on Monday, 19th February 2018 at 09:00 A.M. (IST) and ended on Tuesday, 20th March, 2018 at 05:00 P.M. All physical postal ballot forms and e-votes received up to 05:00 P.M. (IST) on Tuesday, 20th March, 2018, the last date and time fixed by the Company for receipt of the forms/e-votes were considered and none of the business reply letters containing postal ballot forms/e-votes received after 05:00 P.M. (IST) on Tuesday, 20th March, 2018 were considered for the purpose of this Report.
7. We did not find any defaced or mutilated ballot papers, as received from the Registrar & Transfer Agent of the Company.
8. The voting pattern was unblocked by us on Tuesday, 20th March, 2018 in the presence of Ms. Karishma Singh and Ms. Anuradha Jain, who are not in employment of the Company.


 Ms. Karishma Singh


 Ms. Anuradha Jain

9. There were only 1100 (One Thousand One Hundred) members who have voted through remote e-voting as well as physical postal ballots.
10. The physical ballot forms received and votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on Friday, 09th February, 2018.
11. The votes cast through physical ballot forms received and e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.
12. The total paid up Equity Share Capital of the Company as on Friday, 09th February, 2018 was Rs. 16,91,30,32,000/- (Rupees One Thousand Six Hundred Ninety One Crores Thirty Lacs Thirty



Two Thousand Only) divided into 1,69,13,03,200 (One Hundred Sixty Nine Crore Thirteen Lacs Three Thousand Two Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each.

13. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.

14. The details of voting are as under:

a) VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	1093	601805431	6018054310	35.58
b1) Less: Invalid votes	0	0	0	0
b2) Less : Partially Votes*	-	3195736	31957360	0.19
c) Net Valid votes casted(a- b1-b2)	1093	598609695	5986096950	35.39
d) Votes with assent for the Resolution	1084	598609303	5986093030	35.39
e) Votes with dissent for the Resolution	9	392	3920	0.00

* Voted partially Assent/Dissent: 7

b) VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	7	906411787	9064117870	53.59
b1) Less: Invalid votes	0	0	0	0.000
b2) Less : Partially votes	0	0	0	0.000
c) Net Valid votes casted(a- b1-b2)	7	906411787	9064117870	53.59
d) Votes with assent for the Resolution	7	906411787	9064117870	53.59
e) Votes with dissent for the Resolution	0	0	0	0.000



15. The consolidated summary of valid votes (voting through physical postal ballot and e-voting) is given below:

RESOLUTION NO. 1:- ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital	% of assent/dissent of total valid votes polled
Total Valid Votes	1100	1505021482	15050214820	88.98	-
Votes with assent for the Resolution*	1091	1505021090	15050210900	88.98	100
Votes with dissent for the Resolution	9	392	3920	0.000	0

*Voted partially Assent/Dissent: 7

16. Accordingly, the ordinary resolution as set out in the postal ballot notice has been approved by the shareholders of the Company with requisite majority, as per results stated above. You may accordingly, declare the result of the voting by Postal Ballot.

Yours Faithfully,

For **Agarwal S. & Associates,**
Company Secretaries,

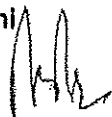


(Sachin Agarwal)
Partner
FCS: 5774
COP: 5910

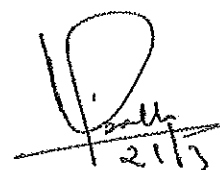


Date: 21.03.2018

Place: New Delhi



A. K. JHA
Company Secretary
GAIL (India) Limited
16, Bhikaiji Cama Place
New Delhi - 110 066



B.C. TRIPATHI
Chairman & Managing Director
GAIL (India) Limited
16, Bhikaiji Cama Place
New Delhi-110 066

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Yours Faithfully,

For Agarwal S. & Associates,
Company Secretaries,


(Sachin Agarwal)
Partner
FCS: 5774
COP: 5910



Date: 21.03.2018
Place: New Delhi


A. K. JHA
Company Secretary
GAIL (India) Limited
16, Bhikaiji Cama Place
New Delhi - 110 066

B.C. TRIPATHI
Chairman & Managing Director
GAIL (India) Limited
16, Bhikaiji Cama Place
New Delhi-110 066